

**MINUTES OF THE JOINT MEETING OF THE
TIRZ 17 REDEVELOPMENT AUTHORITY/MEMORIAL CITY REDEVELOPMENT AUTHORITY and
TAX REINVESTMENT ZONE NUMBER SEVENTEEN, CITY OF HOUSTON, TEXAS
BOARD OF DIRECTORS**

October 31, 2017

ESTABLISH QUORUM AND CALL MEETING TO ORDER.

The Board of Directors of the TIRZ 17 Redevelopment Authority/Memorial City Redevelopment Authority and Tax Reinvestment Zone Number Seventeen, City of Houston, Texas, held a regular joint meeting on Tuesday, October 31, 2017, at 8:00 a.m., at the Four Points by Sheraton, 10655 Katy Freeway, Wycliffe Room, Houston, Texas 77024, inside the boundaries of the TIRZ, open to the public, and the roll was called of the duly appointed members of the Board, to-wit:

Position 1 – Marshall B. Heins

Position 2 – John Rickel

Position 3 – David P. Durham

Position 4 – Ann T. Givens, *Chair*

Position 5 – Zachary R. Hodges

Position 6 – Brad Freels, *Vice-Chair*

Position 7 – Glenn E. Airola, *Secretary*

and all of the above were present, with the exception of Director Givens, thus constituting a quorum. Also present were Scott Bean and Linda Clayton, both of Hawes Hill & Associates, LLP; Jessica Holoubek, Allen Boone Humphries Robinson, LLP; and Michelle Lofton, ETI Bookkeeping Services. Others attending the meeting were Jennifer Curley, COH - Economic Development Dept.; Council Member Greg Travis; Joseph Ellis, McCall Gibson Swedlund Barfoot PLLC; Muhammad Ali and Derek St. John, both of LAN; Natalie Weiershausen, RPS; Jim Webb, Goodman Corporation; Ben Gillis, Memorial Management District; Jack Valinski, COH; Mike Vandewater, HCFCD; Emily Anderson, Half Associates; Robert Benz; Virginia Gregory; Bruce Nichols; Jim Shroff; David Tresch; Ed Browne; Ginny Abiass; Jack Yetin; Dean Bixler; and Lois Myers. Director John Rickel called the meeting to order at 8:00 a.m.

RECEIVE PUBLIC COMMENTS.

Bruce Nichols re-emphasized Frostwood's strong support for the TIRZ's capital improvements plan including subsurface detention south of IH-10. He commented on detention to mitigate sheet flow off from commercial development south of IH-10; and the inadequate drainage capacity from increasing demands. He requested the TIRZ to continue working toward the goal to advance detention south of IH-10. Lois Myers stated she was not pleased with TIRZs actions in the past and not happy about what is presently happening. She stated she knows residents in Frostwood that are not happy. She made comments regarding Bunker Hill and questioned how the water is going to get into the detention pond east of Costco. She made comments on Conrad Sauer and had questions regarding the current capacity at Conrad Sauer. Ed Browne commented on the Pine Crest golf course and MUD and wanted to know where is the water going to drain.

APPROVE MINUTES OF THE SEPTEMBER 26, 2017, REGULAR MEETING.

Upon a motion duly made by Director Airola, and being seconded by Director Heins, the Board voted unanimously to approve the Minutes from the September 26, 2017, Board meeting, as presented.

RECEIVE FINANCIAL AND BOOKKEEPER'S REPORT, INCLUDING PAYMENT OF INVOICES, REVIEW OF INVESTMENTS AND PROJECT CASH FLOW REPORTS.

Ms. Lofton presented the Bookkeeper's Report and went over invoices, included in the Board agenda materials. Upon a motion duly made by Director Durham, and being seconded by Director Freels, the Board voted unanimously to accept the Bookkeeper's Report and approved payment of invoices, as presented.

COMBINED NOVEMBER AND DECEMBER MEETING DATE.

The Board discussed combining the November and December meetings and agreed to schedule the meeting for December 5, 2017.

APPROVE FY2017 ANNUAL FINANCIAL REPORT AND AUDIT.

Mr. Ellis presented the FY2017 Annual Financial Report and Audit, included in the Board agenda materials. He reviewed the Independent Auditor's Report and reported an unmodified/clean opinion. He went over page 10, Statement of Activities and Governmental Funds Statement of Revenues, Expenditures and Changes in fund Balances; pages 12-24, Notes to the Financial Statements; page 26, Schedule of Revenues, Expenditures and Changes in Fund Balance Budget and Actual - All Government Funds; and pages 28-31, Operating Expenditures, Capital Expenditures and Project Plan Reconciliation. Upon a motion duly made by Director Heins, and being seconded by Director Durham, the Board voted unanimously to approve the FY2017 Annual Financial Report and Audit, as presented.

CIP COMMITTEE.

a. Project Update Report from LAN, including:

Mr. Ali provided an update on the Town & Country West Drainage and Mobility Improvements, a copy of the Status Report is included in the Board agenda materials. He reported the striping on Lumpkin Road was deteriorating and SER Construction has replaced the striping.

i. Pay Estimate No. 1 from SER Construction Partners, T&C Reconstruction and Drainage Improvement, in the amount of \$346,646.14

Mr. Ali reviewed Pay Estimated No. 1 from SER Construction Partners, Town & Country Reconstruction and Drainage Improvement, in the amount of \$346,646.14. He reported LAN has reviewed the pay estimate and concurs with the amounts and quantities and is recommending for approval. Upon a motion duly made by Director Airola, and being seconded by Director Durham, the Board voted unanimously to approve Pay Estimate No. 1 from SER Construction Partners, Town & Country Reconstruction and Drainage Improvement in the amount of \$346,646,14, as presented.

ii. Proposal for general engineering consulting services

Mr. Ali reviewed the proposal from LAN for on-call engineering consulting services to be billed on an hourly basis in an amount not to exceed \$15,000.00, included in the Board agenda materials. Upon a motion duly made by Director Heins, and being seconded by Director Freels, the Board voted unanimously to approve the proposal from LAN for on-call engineering consulting services in an amount not to exceed \$15,000.00, as presented.

iii. SER Right of Entry Agreement for T&C Reconstruction

Mr. Ali reviewed the Right of Entry Agreement and reported the agreement allows the contractor right of entry to work on the property. Upon a motion duly made by Director Heins, and being seconded by Director Airola, the Board voted unanimously to approve the Right of Entry Agreement allowing SER Construction Partners right of entry on property, as presented.

iv. Project Cost Sharing Agreement with Trammel Crow for stamped concrete

Mr. Ali reviewed the Cost Sharing Agreement for Construction of Driveway Improvements, included in the Board agenda materials. He reported the agreement pertains to the Alexian property and provides for credit to be received from Trammel Crow for the stamped concrete work. Upon a motion duly made by Director Hodges, and being seconded by Director Durham, the Board voted unanimously to approve the Cost Sharing Agreement for Construction of Driveway Improvements.

b. Project Update Report from Klotz (RPS) Associates

Ms. Weiershausen provided an update on the N. Gessner drainage and mobility improvements and the Briar Branch Channel Improvements & Briar Branch straws projects, a copy of the Monthly Status Reports for each project is included in the Board agenda materials.

c. Project Update Report from Goodman Corporation

Mr. Webb provided an update on TIP project assistance, a copy of the Progress Report is included in the Board agenda materials. He reported the N. Gessner project is underway and TxDOT is working on the Memorial Drive documents. He reported it is anticipated H-GAC call for projects to kick off in January.

d. Project Update Report from SWA

The SWA Status Report is included in the board agenda materials for review.

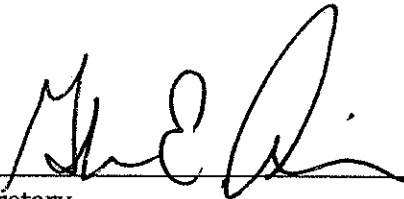
CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.071, TEXAS GOVERNMENT CODE, TO CONDUCT A PRIVATE CONSULTATION WITH ATTORNEY, WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION; AND CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS REGARDING PRIVATE CONSULTATION WITH ATTORNEY; AND RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTIONS WITH REGARD TO PENDING OR CONTEMPLATED LITIGATION AND REGARDING THE PURCHASE, EXCHANGE, LEASE OR VALUE OF REAL PROPERTY.

An Executive Session was not called.

ADJOURNMENT

There being no further business to come before the Board the meeting was adjourned at 8:27 a.m.


Secretary